

1 SCOTT H. McNUTT (CSBN 104696)
324 Warren Road
San Mateo, California 94402
2 Telephone: (415) 760-5601
Email: smcnutt@ml-sf.com
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Counsel to the Fee Examiner
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7 UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
8 SAN FRANCISCO DIVISION

9 In re
PG&E CORPORATION,

10 - and -

11 PACIFIC GAS AND ELECTRIC
COMPANY,

12 Debtors.

- 13 ☐ Affects PG&E Corporation
14 ☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

15 * All papers shall be filed in the Lead Case,
No. 19-30088 (DM)
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Bankruptcy Case
No. 19-30088 (DM)
(Lead Case)
(Jointly Administered)

Chapter 11

**FEE EXAMINER'S SECOND REPORT
ON STATUS OF FEE AND EXPENSE
APPLICATIONS SUBMITTED,
APPROVED AND PENDING**

Date: September 22, 2020
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17,
(Telephonic/Video Appearances
Only)
450 Golden Gate Avenue
16th Floor
San Francisco, CA

Judge: Hon. Dennis Montali

Response Deadline: September 15, 2020

1 Bruce A. Markell, the Court-Appointed Fee Examiner in these cases, hereby submits this
2 Second Status Report to the Honorable Dennis Montali, to the Office of the United States Trustee,
3 to all professionals seeking fees from these bankruptcy estates and to all parties in interest:

4 1. The Fee Examiner has set this Second Status Report for hearing in order to benefit
5 from the Court's thoughts as to the Fee Examiner's intentions as to how to proceed with final fee
6 applications. The Fee Examiner has also noticed a status conference to take up these issues and to
7 provide an opportunity for interested parties to respond.

8 2. The Fee Examiner believes that he and his counsel serve an important role in these
9 cases. Section 330(a) of the Bankruptcy Code requires fees and expenses to be both reasonable
10 and necessary. Given the unusual circumstances of these cases, policing and enforcing this
11 standard has fallen on the Court, the Fee Examiner, and the United States Trustee; no case
12 professional has ever objected in any respect to any fee or expense request made by another
13 professional. Yet the scope of the fee and expenses reductions the Fee Examiner has obtained thus
14 far belies the inference that all fees and expenses thus far have been reasonable and necessary.
15 The Fee Examiner thus contends that he still has a role to play in ensuring ultimate compliance
16 with Section 330(a).

17 3. Under the PG&E Plan, all professionals employed at the expense of the PG&E
18 bankruptcy estates (henceforth, "Estate Professionals") are required to file final fee applications
19 within 60 days of the plan effective date, which the Fee Examiner calculates to be August 31,
20 2020. There are 30 Estate Professionals that must file final fee applications on or before the
21 September 1, 2020 date. This total excludes "ordinary course professionals." This total also
excludes the Fee Examiner and counsel to the Fee Examiner. The work of both these
professionals is not controlled by the Plan Effective Date and by nature of the work, will continue

1 through resolution of all Final Fee Applications. Attached as Exhibit A is a list of the Estate
2 Professionals, divided by party.

3 4. The Fee Examiner has been informed that fees and expenses from the January 2019
4 filing through the Effective Date total about \$700 million.

5 5. The purpose of this Second Status Report is a) to set forth the status of various
6 interim applications, b) to provide the Court and other interested parties the Fee Examiner's
7 intentions regarding the resolution of final fee applications as well as the scheduling of hearings
8 thereon, if necessary, and c) to invite input from the Court as to the Fee Examiner's plan of action.
9 Finally, the Fee Examiner invites responses from the U.S. Trustee, fee applicants and other
interested parties.

10 6. First, some necessary background. On February 28, 2019, the Court entered its
11 Order Authorizing Debtors to Establish Procedures for Interim Compensation and
12 Reimbursement of Expenses of Professionals ("**Interim Compensation Order**") [Doc. No. 701].
13 Under the Interim Compensation Order, estate professionals are paid 80% of fees and 100% of
14 expenses on a monthly basis (a so-called Knudsen Order). The Interim Compensation Order
15 contemplates filing interim applications (to recover the 20% "holdback" on fees). All payments of
16 interim compensation are subject to the requirement that the final applications be filed. Although
17 interim fee applications are contemplated, they are not mandated. In fact, some Estate
18 Professionals diligently file interim applications; others have filed none. A copy of the Interim
Compensation Order is attached as Exhibit B.

19 7. On May 29, 2019, the Court entered its Order Appointing Fee Examiner and
20 Establishing Procedures for Consideration of Fee Compensation and Reimbursement of Expenses
21 ("**Order Appointing Fee Examiner**") [Doc. No. 2267]. The Order Appointing Fee Examiner

1 sets forth a procedure for review and resolution of interim fee applications and final fee
2 applications. This procedure does not distinguish between interim and final applications; the
3 procedure is the same for both. The Order provides that the Fee Examiner shall produce a
4 protocol (the “**Protocol**”), setting forth the Fee Examiner’s normative guidelines and expectations
5 as to appropriate billing practices. The Order provides that the Fee Examiner shall produce
6 “Initial Reports” setting forth objections to fees and expenses. Under the Order, the Initial Reports
7 on interim and final fee applications are the basis of an informal negotiation to reduce and
8 compromise objectionable fees and expenses. If these negotiations are successful, the
9 compromises are presented to the Court for approval. If unsuccessful, the Fee Examiner produces
10 a Final Report, which is then the basis of a formal claim objection to be heard by the Court. A
11 copy of the Order Appointing Fee Examiner is attached as Exhibit C.

12 8. On December 18, 2019, the Court entered its Amended Order Granting Fee
13 Examiner Motion to Approve Fee Procedures (“**Amended Fee Procedures Order**”) [Doc. No.
14 5168]. The Amended Fee Procedures Order approves certain recommendations of the Fee
15 Examiner as to billing practices, including the billing of travel time. The Amended Fee
16 Procedures Order approves the Fee Examiner’s Protocol and adopts the Fee Examiner’s
17 recommendations as to the coordination and scheduling of hearings. Given the large number of
18 fee applicants and the huge amount of fees, the Court grants the Fee Examiner substantial
19 flexibility to coordinate hearings in order to respect judicial economy and reduce fees. A copy of
20 the amended Fee Procedures Order is attached as Exhibit D.

21 9. Under the Amended Fee Procedures Order, the Fee Examiner is authorized to set
hearings to approve interim and final fee applications based upon compromises reached with fee
applicants. Notice of such hearings shall be heard upon 21 days’ notice as required by Fed. R.
Bankr. Pro. 2002 (a)(6) and Notice of Hearing shall comply with Fed. R. Bankr. Pro. 2002 (c)(2).

1 As of this writing, the Fee Examiner has noticed three hearings to approve the award of interim
2 compensation (Doc. No. 5307, Doc. No. 6000 and Doc. No. 8389). As a result, the Court has
3 approved 35 compromises negotiated by the Fee Examiner. As of the date of this filing, the Fee
4 Examiner expects one further round of compromises regarding interim applications, before turning
5 to the final fee applications. **The Fee Examiner intends to address any outstanding Interim
Fee Application in the context of the Final Fee Application.**

6 10. Under the foregoing orders, professionals were to have filed interim applications
7 every four months beginning July 15, 2019. The Second Interim Applications were to be filed by
8 November 15, 2019. The Third Interim Applications were to be filed by March 15, 2020. Fourth
9 Interim Applications were due by July 15, 2020. Under the various orders, the filing of interim
10 applications is allowed, but is not mandated. Hence, a specific professional can file or defer filing.
11 In fact, a specific Estate Professional could file no interim applications and instead only file a final
12 fee application. **In order to provide a complete picture of the fees incurred, the Fee Examiner
has prepared three exhibits as described below.**

13 11. Exhibit E is a chart summarizing all fees and expenses requested to date. The total
14 amount currently requested is \$597,480,984.91.

15 12. Exhibit F is a chart summarizing the compromises the Fee Examiner has obtained.
16 The Fee Examiner has concluded compromises related to \$169,693,007.35 of fees and expenses
17 requested, obtaining reductions of \$5,144,716.33. In addition to the foregoing, the Fee Examiner
18 will soon file a fourth Notice of further compromises that will substantially increase the total
19 reductions, when and if these compromises are approved.

20 13. Exhibit G is a chart detailing the fees and expenses that the Fee Examiner has not
21 yet reviewed, are not subject to his review at this time, or have been reviewed and are subject to

1 pending negotiation. The aggregate amount of such fees and expenses is \$406,231,845.32. These
2 amounts relate to professionals' monthly requests, which have not yet resulted in an Interim
3 Application or relate to Interim Applications subject to pending negotiations, and fees and
4 expenses pursuant to which retention orders did not permit or allow review of fees on an interim
5 basis (examples being the monthly fees of some investment bankers, and the monthly fees of
6 entities such as Prime Clerk).

7 14. Under the Plan, final fee applications are due August 31, 2020. Once these are
8 filed, the Fee Examiner will cease all effort to resolve any outstanding interim fee applications,
9 and shall instead consider these superseded by the final fee applications.

10 15. Subject to two exceptions, the Fee Examiner intends to treat any compromise of an
11 interim fee application, that has been approved by this Court, as having been fully and finally
12 resolved, and not subject to further scrutiny. The two exceptions are issues the Fee Examiner has
13 reserved for final fee applications. First, the Fee Examiner has reserved the issue of whether a
14 particular firm's work has been duplicative, overlapping or redundant of another firm's work.
15 This issue could not be evaluated until all firms had completed their work and the totality of the
16 billings could be addressed. Second, the Fee Examiner intends to inquire as to whether individual
17 firms provide "volume discounts" or other accommodations to substantial clients, and whether
18 PG&E is entitled to such discounts.

19 /////

20 /////

21 /////

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2 16. The Fee Examiner expects that most Final Fee Applications will be filed on or
3 about the August 31 deadline. The Fee Examiner and his staff will then face a substantial body of
4 work.¹ The easiest Final Fee Applications to address are those where interim applications have
5 previously been filed. If these were consistently filed, then only the “stub month” of June will be
6 subject to examination when the Final Fee Application is filed. At the other extreme, the Final
7 Fee Application of an Estate Professional which has filed no Interim Fee Applications will require
8 extensive review. Under the Order Appointing Fee Examiner, the Fee Examiner will have only 21
9 days to produce the Initial Reports that will form the basis for negotiation and compromise. The
10 Fee Examiner expects that most, if not all, Final Fee Applications will result in compromises that
11 will be presented to the Court on 21 days’ notice, under the procedure set forth in the Amended
12 Fee Procedures Order.

13 17. In the event the Initial Report does not result in a compromise, the Fee Examiner is
14 required to prepare a Final Report. The Estate Professional is given time to respond, and the
15 matter will be set for hearing, all as provided in Paragraphs 6 and 7 of the Order Appointing Fee
16 Examiner.

17 18. The Fee Examiner estimates that the resolution of all Final Fee Applications will
18 take approximately six months. In the best case, an Initial Report will be timely produced (21
19 days) and will result in a negotiated compromise (30-60 days). Once documented, the

20 ¹ The Fee Examiner has a staff of five part-time professionals and law students who assist him. As
21 noted in his retention application, he also employs Legal Decoder, LLC for data analytics,
although their work will be completed as soon as they review final fee applications and turn over
their results to the Fee Examiner. Finally, the Fee Examiner does hold a full-time position as a
Professor at Northwestern University.

1 compromise is set for hearing and Court approval, as required by the Amended Fee Procedures
2 Order. Documentation and Notice will take another 30 days. This “ideal” timetable will consume
3 a minimum of 90 days. The other extreme would be an Estate Professional that files a Final Fee
4 Application, the Initial Report does not result in compromise, and a Final Report is produced and
5 set for hearing. This process will take no less than six months. Under the Order Appointing Fee
6 Examiner, all dates can be waived or extended.

7 19. The Fee Examiner would like the court’s guidance on setting hearing dates to
8 resolve all matters. The number of professionals counsel against one hearing to resolve all
9 requests, and the Fee Examiner would like to schedule hearing dates that efficiently resolve all
10 matters.

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14 DATED: August 28, 2020

SCOTT H. McNUTT

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17 By: */Scott H. McNutt/*

18 Scott H. McNutt

19 Counsel to the Fee Examiner
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EXHIBIT A

EXHIBIT A

Retained Professionals by Represented Party

Unsecured Creditors

Milbank
Centerview Partners
FTI Consulting
Trident DMG LLC

Debtors

Cravath, Swaine & Moore
Weil Gotshal
Keller & Benvenuti
Munger Tolles & Olson
AP Services
Berman & Todderud
Coblentz Patch Duffy & Bass
Deloitte & Touche LLP
Groom Law Group
Hunton Andrews Kurth
Jenner & Block
KPMG
Latham & Watkins
Lazard Freres & Co., LLC
Morrison & Forerster
Pricewaterhouse Coopers
Prime Clerk
Simpson Thacher & Bartlett
Steptoe & Johnson
Willis Towers Watson

Tort Claimants

Baker & Hostetler
Development Specialists, Inc.
Dundon Advisers LLC
Lincoln Partners Advisors LLC
Lynn A. Baker
MacConaghy & Barnier

EXHIBIT B



WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)|
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

Signed and Filed: February 27, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

*Proposed Attorneys for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19 -30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 331
AND 105(a) AND FED. R. BANKR. P. 2016
FOR AUTHORITY TO ESTABLISH
PROCEDURES FOR INTERIM
COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF
PROFESSIONALS**

1 Upon the Motion, dated February 6, 2019 (the “**Motion**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to sections 331 and 105(a) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for entry of an order establishing an orderly and regular process for
7 interim and monthly allowance and payment of compensation and reimbursement of expenses
8 (the “**Interim Compensation Procedures**”) for professionals whose services are authorized by this
9 Court pursuant to sections 327 or 1103 of the Bankruptcy Code and who will be required to file
10 applications for allowance of compensation and reimbursement of expenses pursuant to sections
11 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a), all as more fully set forth in the
12 Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein
13 pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to*
14 *Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local
15 Rules for the United States District Court for the Northern District of California (the “**Bankruptcy**
16 **Local Rules**”); and consideration of the Motion and the requested relief being a core proceeding
17 pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C.
18 §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided
19 to the parties listed therein is reasonable and sufficient, and it appearing that no other or further
20 notice need be provided; and this Court having reviewed the Motion and the Wells Declaration (as
21 amended on February 2, 2019 [Docket No. 263]); and this Court having held a hearing on the
22 Motion; and this Court having determined that the legal and factual bases set forth in the Motion
23 establish just cause for the relief granted herein; and it appearing that the relief requested in the
24 Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in
25

26 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such
27 terms in the Motion.
28

1 interest; and upon all of the proceedings had before this Court and after due deliberation and
2 sufficient cause appearing therefor,

3 **IT IS HEREBY ORDERED THAT:**

- 4 1. The Motion is granted, as provided herein.
- 5 2. Except as may otherwise be provided by orders of this Court authorizing the
6 retention of specific professionals, all Retained Professionals and members of any Committee may
7 seek interim payment of compensation and reimbursement of expenses in accordance with the
8 following Interim Compensation Procedures:

9 ***Monthly Fee Statements***

- 10 (a) On or after the 30th day of each calendar month, following the month for
11 which compensation is sought, each Retained Professional seeking interim
12 allowance of its fees and expenses may file a monthly statement, which will
13 include the relevant time entry and description and expense detail, with the
14 Court for interim allowance of compensation for services rendered and
15 reimbursement of expenses incurred during the preceding month (a “**Monthly**
16 **Fee Statement**”). Retained Professionals may submit the first Monthly Fee
17 Statement, covering the period from the Petition Date through February 28,
18 2019, on or after April 1, 2019.
- 19 (b) Each Retained Professional shall properly serve a copy of such Monthly Fee
20 Statement on the following parties (collectively, the “**Notice Parties**”):
- 21 (1) the Debtors c/o Pacific Gas & Electric Company, 77 Beale
22 Street, San Francisco, CA 94105 (Attn: Janet Loduca, Esq.);
- 23 (2) the proposed attorneys for the Debtors, Weil, Gotshal &
24 Manges LLP, 767 Fifth Avenue, New York, New York 10153
25 (Attn: Stephen Karotkin, Esq. and Rachael Foust, Esq.) and
26 Keller & Benvenuti LLP, 650 California Street, Suite 1900,
27 San Francisco, CA 94108 (Attn: Tobias S. Keller, Esq. and
28 Jane Kim, Esq.);
- (3) the Office of the United States Trustee for Region 17, 450
Golden Gate Avenue, 5th Floor, Suite #05-0153, San
Francisco, CA 94102 (Attn: James L. Snyder, Esq. and
Timothy Laffredi, Esq.);

- (4) counsel for the Official Committee of Unsecured Creditors, Milbank LLP, 55 Hudson Yards, New York, NY 10001-2163 (Attn: Dennis F. Dunne, Esq. and Sam A. Khalil, Esq.) and 2029 Century Park East, 33rd Floor, Los Angeles, CA 90067 (Attn: Paul S. Aronzon, Esq., Gregory A. Bray, Esq., and Thomas R. Kreller, Esq.);
 - (5) counsel for the Official Committee of Tort Claimants, Baker & Hostetler LLP, 11601 Wilshire Boulevard, Suite 1400, Los Angeles, CA 90025-0509 (Attn: Eric Sagerman, Esq. and Cecily Dumas, Esq.); and
 - (6) counsel to any other statutory committee appointed in these Chapter 11 Cases.
- (c) Any Retained Professional that fails to file a Monthly Fee Statement for a particular month or months may subsequently submit a consolidated Monthly Fee Statement that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Statements will comply with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the *Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees for the Northern District of California*, dated February 19, 2014 (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”) and, together with the Local Guidelines, collectively, the “**Fee Guidelines**”).
- (d) The deadline to object to any Monthly Fee Statement is 4:00 p.m. (prevailing Pacific Time) on the 21st day (or the next business day if such day is not a business day) following the date the Monthly Fee Statement is served (the “**Objection Deadline**”).
- (e) To object to a Retained Professional’s Monthly Fee Statement, the party must (i) file a written objection on or before the Objection Deadline and (ii) serve the objection upon the affected Retained Professional and the Notice Parties on or before the Objection Deadline.
- (f) Upon the expiration of the Objection Deadline, a Retained Professional may file a certificate of no objection (a “**CNO**”) with the Court with respect to any fees and expenses not subject to objection. After a Retained Professional files a CNO, the Debtors will pay the Retained Professional 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement that are not subject to an objection.

- (g) If a portion of the fees and expenses requested in a Monthly Fee Statement is subject to an objection and the parties are unable to reach a consensual resolution, the Retained Professional may (i) request the Court approve the amounts subject to objection or (ii) forego payment of such amounts until the next hearing to consider interim or final fee applications, at which time the Court will adjudicate any unresolved objections.

Interim Fee Applications

- (a) At four-month intervals or such other intervals convenient to the Court, Retained Professionals may file with the Court an application (an “**Interim Fee Application**”) for interim approval and allowance of compensation and reimbursement of expenses sought by such Retained Professional in its Monthly Fee Statements, including any holdbacks, filed during the preceding interim period (the “**Interim Fee Period**”). The initial Interim Fee Period will include the period from the Petition Date through May 31, 2019.
- (b) Retained Professionals will file their Interim Fee Applications on or before the 45th day, or the next business day if such day is not a business day, following the end of each Interim Fee Period.
- (c) The Interim Fee Application will include a brief description identifying the following:
- (1) the Monthly Fee Statements that are the subject of the request;
 - (2) the amount of fees and expenses requested;
 - (3) the amount of fees and expenses paid to date or subject to an objection;
 - (4) the deadline for parties to file objections to the Interim Fee Application (“**Additional Objections**”); and
 - (5) any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, or the Fee Guidelines.
- (d) Additional Objections to any Interim Fee Application will be filed and served upon the affected Retained Professional and the Notice Parties so as to be received on or before 4:00 p.m. (prevailing Pacific Time) on the 20th day (or the next business day if such day is not a business day), following service of the applicable Interim Fee Application.
- (e) Each Retained Professional will properly serve its Interim Fee Application and final fee application upon the Notice Parties. Each Retained Professional will properly serve a notice of hearing on its Interim Fee Application and final fee

1 application on all parties that have requested notice in these Chapter 11 Cases
2 pursuant to Bankruptcy Rule 2002. No further notice shall be necessary.

3 (f) The Debtors may request that the Court schedule a hearing on Interim Fee
4 Applications at least once every four months or at such other intervals as the
5 Court deems appropriate. If no Objections are pending and no Additional
6 Objections are timely filed, the Court may grant an Interim Fee Application
7 without a hearing.

8 (g) A pending objection to compensation or reimbursement of any Retained
9 Professional does not disqualify a Retained Professional from future
10 compensation or reimbursement.

11 (h) Any Retained Professional that fails to file a Monthly Fee Statement or an
12 Interim Fee Application when due or permitted will not receive further interim
13 compensation or reimbursement until the Retained Professional submits any
14 outstanding Monthly Fee Statements or Interim Fee Applications. There are
15 no other penalties for failing to file a Monthly Fee Statement or Interim Fee
16 Application.

17 (i) Neither (i) the payment of, or the failure to pay, in whole or in part, any interim
18 compensation and reimbursement to a Retained Professional nor (ii) the filing
19 of, or failure to file an objection, will bind any party in interest or the Court
20 with respect to the final allowance of any compensation of fees for services
21 rendered or reimbursement of expenses incurred. All fees and expenses paid
22 to Retained Professionals under these Interim Compensation Procedures are
23 subject to disgorgement until final allowance by the Court.

24 (j) No Retained Professional may serve a Monthly Fee Statement or file an
25 Interim Fee Application until the Court enters an order approving the retention
26 of such Professional pursuant to sections 327 or 1103 of the Bankruptcy Code.

27 (a) The attorneys for any Committees may, in accordance with the Interim
28 Compensation Procedures, collect and submit statements of expenses, with
supporting vouchers, from members of such Committee; *provided that* these
reimbursement requests must comply with the Fee Guidelines.

3. The Debtors shall include all payments to Retained Professionals on their
monthly operating reports, detailed so as to state the amount paid to each Retained Professional;
provided that amounts paid to Ordinary Course Professionals may be stated in the aggregate on any
monthly operating reports.

1 4. All time periods set forth in this Order shall be calculated in accordance with
2 Bankruptcy Rule 9006(a).

3 5. The Debtors shall serve a copy of this Order on each of the Retained
4 Professionals.

5 6. Notice of hearings to consider Interim Fee Applications and final fee
6 applications shall be limited to the Notice Parties and any party who files a notice of appearance
7 and requests notice in the Chapter 11 Cases.

8 7. Nothing contained in this Order or in the Motion is intended to be or shall be
9 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the
10 Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or
11 assumption of any agreement, contract, program, policy, or lease under section 365 of the
12 Bankruptcy Code. Likewise any payment made pursuant to this Order is not intended to be and
13 shall not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights
14 to dispute such claim subsequently.

15 8. Notwithstanding entry of this Order, nothing herein shall create, nor is
16 intended to create, any rights in favor of or enhance the status of any claim held by, any party.

17 9. The Debtors are authorized to take all steps necessary or appropriate to carry
18 out this Order.

19 10. This Court shall retain jurisdiction to hear and determine all matters arising
20 from or related to the implementation, interpretation, or enforcement of this Order.

21 **END OF ORDER**
22
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EXHIBIT C



TIMOTHY S. LAFFREDI (WI SBN 1055133)
Assistant United States Trustee
MARTA E. VILLACORTA (NY SBN 491828C)
Trial Attorney
United States Department of Justice
Office of the U.S. Trustee
450 Golden Gate Avenue, Suite 05-0153
San Francisco, CA 94102
Telephone: (415) 705-3333
Facsimile: (415) 705-3379
Email: marta.villacorta@usdoj.gov

Signed and Filed: May 28, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

Attorneys for Andrew R. Vara,
Acting United States Trustee for Region 3¹

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

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- and -

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Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

Date: May 22, 2019
Time: 9:30 a.m.
Place: Hon. Dennis Montali
450 Golden Gate Avenue
16th Floor, Courtroom 17
San Francisco, CA 94102
[ECF No. 1370]

ORDER APPOINTING FEE EXAMINER AND ESTABLISHING PROCEDURES
FOR CONSIDERATION OF REQUESTED FEE COMPENSATION AND
REIMBURSEMENT OF EXPENSES

Upon consideration of the Motion of the United States Trustee for Order Appointing Fee Examiner and Establishing Procedures for Consideration of Requested Compensation and Reimbursement of Expenses (the "Motion"), the recommendation of the United States Trustee (the

¹Andrew R. Vara, Acting United States Trustee for Region 3, is acting in this appointment for Tracy Hope Davis, United States Trustee for Region 17, who has recused herself.

1 “U.S. Trustee”) to appoint Bruce A. Markell as the Fee Examiner in these Chapter 11 cases, the
2 *Order Authorizing Debtors to Establish Procedures for Interim Compensation and Reimbursement*
3 *of Expenses of Professionals* (the “Interim Compensation Order”, ECF No. 701),² the Statement of
4 the Fee Examiner, ECF No. 2231; and given that the size and complexity of the above-captioned
5 jointly administered chapter 11 cases (the “Chapter 11 Cases”) likely will result in the filing of
6 numerous, fee applications; and it appearing that the appointment of a fee examiner is appropriate
7 pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9017
8 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 706 of the Federal
9 Rules of Evidence, Bankruptcy Local Rule 9014-1(b)(1)(D) of the United States Bankruptcy Court
10 for the Northern District of California (the “Local Rules”); and it further appearing that (a) this Court
11 has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and (b) this is a core
12 proceeding pursuant to 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with
13 Article III of the U.S. Constitution,
14

15
16 **IT IS HEREBY ORDERED THAT:**

17
18 1. Bruce A. Markell is appointed and shall be employed as the Fee Examiner in these
19 Chapter 11 Cases. Based upon the Declaration of Bruce A. Markell in Support of the Motion,
20 Professor Markell does not hold or represent an interest adverse to the estate and is a disinterested
21 person as defined under the Bankruptcy Code.
22

23 2. Unless otherwise ordered by this Court, this Order shall apply to all professionals in
24 these Chapter 11 Cases requesting compensation and/or reimbursement of expenses for services
25 rendered pursuant to sections 327, 330 and 331, but excluding (i) ordinary course professionals
26 employed by the Debtors in accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a), 327, 328*,
27
28

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

1 and 330 Authorizing the Debtors to Employ Professionals Used in the Ordinary Course of Business
2 Nunc Pro Tunc to the Petition Date [ECF No. 707] (the “OCP Order”),³ and (ii) members of the
3 Official Committee of Unsecured Creditors and the Official Committee of Tort Claimants
4 (collectively, the “Committees”) appointed in these Chapter 11 Cases, on account of such members’
5 applications for reimbursement of expenses incurred in such capacity.
6

7 3. The terms and conditions of the Interim Compensation Order shall not be modified
8 by this Order, except that: concurrently with the filing of each Monthly Fee Statement, each Interim
9 Fee Application, and each final fee application (“Final Fee Application” and collectively with
10 Monthly Fee Statements and Interim Fee Statements, the “Applications,” and each an
11 “Application”), the professional filing such Application (“Applicant”) shall send to the Fee
12 Examiner by electronic mail the Application and all supporting documents, in a format or formats
13 set forth in any protocol promulgated by the Fee Examiner (“Protocol”). The Application shall
14 contain the fee detail containing the time entries and the expense detail (the “Fee Detail”) in a
15 searchable electronic format specified in any Protocol (such as Ledes). An Applicant need not send
16 the Fee Examiner the Fee Detail for any Interim Fee Application or Final Fee Application if such
17 Applicant has previously submitted all of the Fee Detail relevant to such Interim Fee Application
18 Request or Final Fee Application to the Fee Examiner in an acceptable electronic format, whether
19 in conjunction with the relevant Monthly Fee Application or otherwise. If any Applicant cannot
20 reasonably convert its Fee Detail to one of the electronic formats specified in the Protocol, the Fee
21 Examiner will work with such Applicant to find an appropriate electronic format..
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28 ³To the extent any professionals employed pursuant to the OCP Order are required to file formal fee applications with this Court pursuant to the terms of the OCP Order, the fees and expenses of such professional set forth in such formal fee application shall be reviewed by the Fee Examiner as set forth herein.

1 4. All previously filed Applications and related Fee Details shall be provided to the Fee
2 Examiner by each Retained Professional within 21 days of entry of this Order. All previously filed
3 Applications, all future Applications, and all other documents, notices, or pleadings required to be
4 sent to or served upon any Notice Party under the Interim Compensation Order on and after the date
5 hereof, shall be served upon the Fee Examiner at the following address: Bruce A. Markell, 541 N.
6 Fairbanks Ct., Ste 2200, Chicago, IL 60611-3710; email: bamexampge@gmail.com.

8 5. The Interim Compensation Order is hereby modified to permit the Fee Examiner to
9 have the status of a professional who may object to Applications. In accordance with the Interim
10 Compensation Order, upon the expiration of the Objection Deadline, each professional (including
11 the Fee Examiner) shall be permitted to file a certificate of no objection with this Court after which
12 the Debtors are authorized to pay each professional an amount equal to the 80% of the fees and
13 100% of the expenses requested in the Monthly Fee Application that are not subject to an objection
14 pursuant to the procedures set forth in the Interim Compensation Order, including an informal
15 objection or inquiry by the Fee Examiner.
16

18 6. The Fee Examiner shall:

- 19 a. establish, subject to court review and approval, a Protocol, which shall contain
20 procedures for the submission and consideration of monthly invoices, Interim Fee
21 Applications, and Final Fee Applications filed by each Applicant in these Chapter
22 11 Cases;
- 23 b. review Monthly Invoices, Interim Fee Applications and Final Fee Applications
24 filed by each Applicant in these Chapter 11 Cases (along with the Fee Detail
25 related thereto), and to the extent possible, the Fee Examiner shall avoid
26 duplicative review;
- 27 c. during the course of his review of an Application, consult, as he deems
28 appropriate, with each Applicant concerning such Application;

- 1 d. during the course of his review of an Application, review, to the extent
2 appropriate, any relevant documents filed in these Chapter 11 Cases to be
3 generally familiar with these Chapter 11 Cases and the dockets;⁴
- 4 e. within twenty-one (21) days after an Applicant files an Interim Fee Application
5 or Final Fee Application, serve an initial report (the “Initial Report”) on the
6 Applicant designed to quantify and present factual data relevant to whether the
7 requested fees, disbursements, and expenses are in compliance with the
8 applicable standards of sections 328, 329, 330, and 331 of the Bankruptcy Code,
9 Rule 2016 of the Bankruptcy Rules, and whether the Applicant (if required) has
10 made a reasonable effort to comply with the U.S. Trustee's requests for
11 information and additional disclosures as set forth in the Guidelines for
12 Reviewing Applications for Compensation and Reimbursement of Expenses
13 Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective
14 as of November 1, 2013 (the “U.S. Trustee Guidelines”);
- 15 f. during the period between service of the Initial Report and filing of the Final
16 Report (as defined below), engage in written communication with each
17 Applicant, the objective of which is to resolve matters raised in the Initial Report
18 and endeavor to reach consensual resolution with each Applicant with respect to
19 that Applicant's requested fees and expenses. The Fee Examiner may also use
20 the resolution process to revise findings contained in the Initial Report. Each
21 Applicant may provide the Fee Examiner with written supplemental information
22 that the Applicant believes is relevant to the Initial Report;
- 23 g. following communications between the Fee Examiner and the Applicant and the
24 Fee Examiner's review of any supplemental information provided by such
25 Applicant in response to the Initial Report, conclude the informal resolution
26 period by filing with this Court a report with respect to each Application (the
27 “Final Report”) within fourteen (14) days after the service of the Initial Report.
28 The Final Report shall be in a format designed to quantify and present factual
data relevant to whether the requested fees and expenses of each Applicant are in
compliance with the applicable standards of section 330 of the Bankruptcy Code
and Rule 2016 of the Bankruptcy Rules, and whether the Applicant has made a
good faith reasonable effort to comply with the U.S. Trustee Guidelines. ; and

⁴The Fee Examiner shall be deemed to have filed a request for notice of papers filed in these cases pursuant to Bankruptcy Rule 2002, and the Fee Examiner shall be served with all such papers.

1 h. serve each Final Report on counsel for the Debtors, counsel for the Committees,
2 the U.S. Trustee, and each Applicant whose fees and expenses are addressed in
3 the Final Report.

4 7. An Applicant subject to a Final Report may (i) file with this Court a response (“Final
5 Response”) to such Final Report no later than twenty-one (21) days after the Fee Examiner’s service
6 of a Final Report and request a ruling with respect to any fees and/or expenses to which an objection
7 was made (the “Incremental Amount”) at the next interim fee hearing or the final fee hearing or, in
8 the alternative, (ii) defer filing the Final Response and request a ruling at any subsequent fee hearing,
9 so as to allow continuing discussions with the Fee Examiner. Any Final Response shall be served
10 upon those parties served with the Final Report and the Fee Examiner.

12 8. The Fee Examiner, the Applicants, and the Debtors shall use best efforts to have the
13 undisputed portion of Applications allowed by this Court and paid as soon as reasonably practicable,
14 even if the Incremental Amount remains disputed and subject to the procedures set forth above.

15 9. An Interim Fee Application or Final Fee Application shall not be considered by this
16 Court prior to review by the Fee Examiner and the submission to this Court of a Final Report specific
17 to such Application, unless the Fee Examiner has expressly stated that such hearing should go
18 forward without the Final Report being filed. If applicable, hearings on the Applications shall be
19 scheduled by this Court in consultation with the Debtors’ counsel after the filing of the applicable
20 Final Reports by the Fee Examiner.

21 10. Any of the periods set forth above may be extended with the consent of the Fee
22 Examiner, the applicable Applicant, and Debtors’ counsel. Should an Applicant fail to meet one or
23 more deadlines set forth herein for the review of an Application and, in the reasonable discretion of
24 the Fee Examiner, the Applicant’s failure to meet these deadlines does not allow sufficient time for
25 the review process to be completed, such Application shall be heard at a subsequent hearing date.
26
27
28

1 Nothing herein shall be construed or interpreted to require the filing of Final Reports on all
2 Applications prior to any Application and the Final Report specific thereto being considered by this
3 Court, and the delay or adjournment of consideration of an Application shall not affect the timing of
4 hearings on the Applications of other Applicants.
5

6 11. The Fee Examiner is authorized to notice, defend, or appear in any appeal regarding
7 an Application and to conduct and respond to discovery in connection with any Application,
8 including making himself available for deposition and cross-examination by the Debtors, the
9 Committees, the U.S. Trustee, and other interested parties consistent with Rule 706 of the Federal
10 Rules of Evidence.
11

12 12. The Fee Examiner may retain attorneys and other professionals, assistants, or
13 consultants to the extent he deems it necessary to discharge his duties. The Fee Examiner's retention
14 of professionals shall be subject to Court approval under standards equivalent to 11 U.S.C. § 327.
15

16 13. If a Retained Professional or its client provides privileged or work product
17 information to the Fee Examiner and identifies the confidential nature of such information to the Fee
18 Examiner, the Fee Examiner shall treat such information as confidential. The disclosure of such
19 information to the Fee Examiner shall not be deemed to be a waiver by the disclosing party of any
20 applicable work product, attorney client, or other privilege.
21

22 14. The fees and expenses of the Fee Examiner according to the structure set forth in the
23 Fee Examiner's declaration is approved and shall be subject to application and review pursuant to
24 section 330 of the Bankruptcy Code, Bankruptcy Rule 2016, *the United States Bankruptcy Court*
25 *Northern District of California Guidelines for Compensation and Expense Reimbursement of*
26 *Professionals and Trustees*, the U.S. Trustee Guidelines, and the Interim Compensation Order, and
27 shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the
28

1 Bankruptcy Code. The fees paid to the Fee Examiner for his services shall be determined and
2 charged in accordance with sections 327-331 of the Bankruptcy Code and shall not include any
3 success fees. Further, the Fee Examiner's expenses shall be subject to the information detail
4 requirements set forth in Bankruptcy Rule 2016.
5

6 15. Counsel for the Debtors shall promptly serve a copy of this Order, in accordance with
7 the Local Rules on (i) the U.S. Trustee, (ii) counsel for the Committees, (iii) the Fee Examiner, (iv)
8 counsel for the legal representative for future personal injury claimants, and (v) each Retained
9 Professional, other than ordinary course professionals, employed by the Debtors or the Committees
10 in these Chapter 11 Cases pursuant to section 327 of the Bankruptcy Code.
11

12 16. The Fee Examiner, as an officer of the court, and those employed or paid by him with
13 respect to this appointment shall have the maximum immunity permitted by law from civil actions
14 for all acts taken or omitted in the performance of his duties.
15

16 17. Nothing in this Order shall alter or impair the right of the U.S. Trustee or any party
17 in interest to object to Applications subject to this Order. Nothing in this Order shall alter or modify
18 prior orders governing the retention of professionals.

19 18. The Debtors and the Fee Examiner are authorized to take any and all actions
20 necessary to implement and effectuate the terms of this Order.
21

22 19. The terms and conditions of this Order shall be immediately effective and enforceable
23 upon its entry.

24 20. In the event a chapter 11 trustee is appointed in these cases, such appointment will
25 not terminate or otherwise modify the duties and responsibilities of the Fee Examiner. The Fee
26 Examiner's appointment shall only be terminated or otherwise modified by entry of an Order of the
27 Court.
28

1 21. This Court shall retain jurisdiction over all matters arising from or related to the
2 interpretation and implementation of this Order. Notwithstanding any provisions of this Order to
3 the contrary, this Court shall retain the ultimate authority to determine whether fees and expenses
4 requested are necessary and reasonable under section 330 of the Bankruptcy Code.
5

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7 **END OF ORDER**
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COURT SERVICE LIST

Federal Energy Regulatory Commission
Attn: General Counsel
888 First St NE
Washington, DC 20426

Internal Revenue Service
Centralized Insolvency Operation
2970 Market St
Philadelphia, PA 19104-5016

John A. Vos
1430 Lincoln Avenue
San Rafael, CA 94901

Office of the United States Attorney
for the Northern District of California
Attn: Bankruptcy Unit
Federal Courthouse
450 Golden Gate Avenue
San Francisco, CA 94102

Placer County Office of the Treasurer-Tax Collector
Attn: Robert Kanngiesser
2976 Richardson Drive
Auburn, CA 95603

U.S. Nuclear Regulatory Commission
Attn: General Counsel
U.S. NRC Region IV
1600 E. Lamar Blvd.
Arlington, TX 76011

U.S. Nuclear Regulatory Commission
Attn: General Counsel
Washington, DC 20555-0001

EXHIBIT D



Signed and Filed: December 18, 2019

Dennis Montali

DENNIS MONTALI
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA

In re:) Bankruptcy Case
PG&E CORPORATION,) No. 19-30088-DM
- and -) Chapter 11
PACIFIC GAS AND ELECTRIC COMPANY,) Jointly Administered
Debtors.)
Date: October 7, 2019
☐ Affects PG&E Corporation) Time: 10:00 AM
☐ Affects Pacific Gas and) Place: Courtroom 17
Electric Company) 450 Golden Gate Ave.
☒ Affects both Debtors) 16th Floor
San Francisco, CA
* All papers shall be filed in)
the Lead Case, No. 19-30088 (DM).)

AMENDED¹ ORDER GRANTING FEE EXAMINER'S
MOTION TO APPROVE FEE PROCEDURES

On May 28, 2019, this court entered an order appointing
Bruce A. Markell as the Fee Examiner in these chapter 11 cases.
In accordance with that order, the Fee Examiner filed a Notice
of Terms of Protocol Regarding Submission of Fee Applications on

¹ The court has revised paragraph 2(b) for clarity. The revisions are noted
in bold.

1 August 30, 2019 ("Protocol") (dkt. 3762). On September 19,
2 2019, the Fee Examiner filed the underlying Motion to Approve
3 Fee Procedures ("Fee Procedures Motion") (dkt. 3950) seeking
4 court approval of procedures set forth in the Protocol. Nine
5 law firms filed a joint response (dkt. 4064) and Milbank LLP
6 (dkt. 4050) filed a separate response opposing several material
7 terms of the Protocol and the Fee Procedures Motion. The United
8 States Trustee ("UST") filed a response (dkt. 4025) largely
9 supporting the Fee Procedures Motion, which The Utility Reform
10 Network (dkt. 4475) joined.

11 After issuing a tentative ruling on October 6, 2019, the
12 court held a hearing on the Fee Procedures Motion in support of
13 the Fee Examiner's motion to approve fee procedures (dkt. 3950)
14 the following day. The court encouraged the Fee Examiner and
15 those parties responding to the Protocol and Fee Procedures
16 Motion to meet and confer to attempt to resolve their disputes
17 as to the terms of proposed Protocol.

18 On October 24, 2019, the Fee Examiner filed a reply (dkt.
19 4475) indicating that the parties had negotiated the terms of a
20 revised protocol, thereby addressing all issues except the
21 ability of professionals to bill for non-working travel. On the
22 same date, Debtors filed a copy of the Revised Protocol and a
23 red-lined version of the Revised Protocol (dkt. 4473). Section
24 5.1.8 (Travel Billing) provides two alternates:

25 Alternate Provision 1: Non-working travel time is
26 compensable at 50% of the Biller's standard hourly rate.

27 Alternate Provision 2: Non-working travel time is
28 compensable as provided in the existing Local Guidelines
and Court Guidelines.

1 (dkt. 4473-1 at ECF pg. 10).

2 The court's position on nonworking travel time has been
3 published and in place for over eighteen years. Consistency and
4 predictability are important and will not be disturbed absent
5 good reason. All employed professionals took on their
6 assignments in these cases with knowledge or at least notice of
7 the court's requirements in this area. None sought relief at
8 the outset of their employment. Those who chose to adopt a 50%
9 non-working travel time protocol did so at their own risk.

10 "Better to ask forgiveness than permission" will not carry the
11 day. The Court will not deviate from its existing Practices &
12 Procedures, and will allow only two hours to be billed for non-
13 working airplane travel time. See *PRACTICES AND PROCEDURES IN*
14 *JUDGE MONTALI'S COURT* (July 2018) at III(I), page 12 (available
15 at [http://www.canb.uscourts.gov/procedure/montali/judge-](http://www.canb.uscourts.gov/procedure/montali/judge-montalis-practices-and-procedures)
16 [montalis-practices-and-procedures](http://www.canb.uscourts.gov/procedure/montali/judge-montalis-practices-and-procedures)).

17 In light of the foregoing, and good cause appearing
18 therefor, it is hereby ORDERED that:

19 1. The Fee Examiner's Motion to set Fee Procedures is
20 granted as provided herein.

21 2. As to any currently pending interim fee application
22 (defined as any interim fee application filed before
23 November 15, 2019):

24 a. Only the Fee Examiner shall have authority to set
25 a hearing date, and such dates shall be set under
26 the provisions of Paragraph 9 of the Order
27 Appointing Fee Examiner, i.e., after a final
28

1 report, in coordination with Debtors' counsel,
2 and grouped to advance judicial economy.

- 3 b. If a fee applicant and the Fee Examiner have
4 reached a compromise, a hearing should be set on
5 the same basis and be coordinated with other fee
6 hearings, so that hearings are grouped to advance
7 judicial economy. **Any hearing on a fee**
8 **application exceeding \$1,000 shall be heard on 21**
9 **days notice as required by Fed. R. Bankr. Pro.**
10 **2002(a)(6) and the notice of hearing shall comply**
11 **with Fed. R. Bankr. Pro. 2002(c)(2).**
12 **Additionally, the notice should set forth the**
13 **deadline for objections, identify the amount**
14 **applied for, the amount of any compromise with**
15 **the Fee Examiner, and the net amount claimed.**
16 **The notice should also state that all**
17 **professionals may appear via CourtCall.**

- 18 3. As to future cycles of interim fee applications, the
19 following procedures shall be implemented;

- 20 a. Interim fee applications shall be considered
21 every four months, as provided for in the Order
22 [Establishing] Procedures for Interim
23 Compensation and Reimbursement of Expenses of
24 Professionals entered on February 28, 2019 (dkt.
25 701). The next deadline to file an interim fee
26 application shall be March 15, 2020, and future
27 interim applications may be filed at four-month
28 intervals. If an interim fee application is

1 filed after the deadline, it will be deemed filed
2 at the next interval. Each application will
3 cover fees and expenses incurred through the end
4 of the second full month preceding the deadline.

5 b. In the discretion of the Fee Examiner, the
6 hearing dates on the interim applications will be
7 grouped into three blocks as follows:

8 i. The "core" debtors' counsel and committee
9 counsel (Keller Benvenutti, Weil Gotshal,
10 Cravath, Milbank, and Baker Hostetler);

11 ii. Debtors' other legal counsel subject to fee
12 examination; and

13 iii. Non-legal professionals.

14 4. The Fee Examiner will determine when each block is set
15 for hearing, attempting to do so in a manner
16 respecting judicial economy and the efficient use of
17 Fee Applicants' time. The Fee Examiner may set each
18 block on a different day. The goal is to group
19 applications such that duplication of effort can be
20 more easily detected (if it exists), and to also
21 spread out the work of the Fee Examiner and his
22 limited staff.

23 5. Any Revised Protocol agreed to by the parties should
24 provide "Non-working travel time is compensable as
25 provided in the existing Local Rules and Court
26 Guidelines."

27 ****END OF ORDER****

EXHIBIT E

EXHIBIT E
Fees Expenses Requested

Retained Professional	Retained By	Fee Request	Date	Doc#	Amount Requested	
AP Services	Debtors	First Monthly	5/29/2019	2273	\$4,318,059.03	
		Second Monthly	6/18/2019	2587	\$4,476,641.29	
		Third Monthly	7/5/2019	2873	\$4,968,181.84	
		Fourth Monthly	8/1/2019	3357	\$4,203,384.37	
		Fifth Monthly	8/30/2019	3760	\$4,578,985.71	
		Sixth Monthly	10/1/2019	4043	\$4,435,728.47	
		Seventh Monthly	10/31/2019	4537	\$4,550,197.61	
		Eight Monthly (Amended	12/6/2019	5010	\$6,067,646.19	
		Ninth Monthly	1/10/2020	5335	\$5,402,924.85	
		Tenth Monthly	1/30/2020	5559	\$5,450,105.72	
		Eleventh Monthly	3/9/2020	6197	\$6,851,288.87	
		Twelfth Monthly	4/7/2020	6668	\$6,839,696.86	
		Thirteenth Monthly	5/4/2020	7064	\$7,610,068.80	
		Fourteenth Monthly	6/3/2020	7751	\$7,161,768.73	
		Fifteenth Monthly	7/14/2020	8373	\$6,576,649.21	
		Sixteenth Monthly	7/30/2020	8574	\$7,328,958.80	
		Seventeenth Monthly	44062	8819	\$295,458.51	\$91,115,744.86
Axiom Advisors	Debtors	First Interim	3/13/2020	6281	\$275,387.91	
		Second Interim	7/7/2020	8291	\$125,300.00	\$400,687.91
Baker, Lynn	Tort Claimants	First Interim	3/16/2020	6325	\$720.00	
		Second Interim	7/14/2020	8396	\$69,120.00	
		Final Interim	8/24/2020	8843	\$55,870.00	\$55,870.00
Baker & Hostetler	Tort Claimants	First Interim	7/15/2019	2995	\$7,424,281.74	
		Second Interim	11/14/2019	4733	\$13,627,087.13	
		Third Interim	3/13/2020	6286	\$18,827,171.17	
		Fourth Interim	7/15/2020	8403	\$16,411,578.50	
		Seventeenth Monthly	7/30/2020	8570	\$4,353,178.05	\$60,643,296.59
Berman and Todder	Debtors	First Interim	10/22/2019	4383	\$396,292.40	
		Second Interim	11/13/2019	4705	\$381,582.33	
		Third Interim	3/11/2020	6252	\$376,556.82	
		Fourth Interim	7/8/2020	8298	\$333,492.00	
		Thirteenth Monthly	7/31/2020	8592	\$45,719.20	\$1,533,642.75
Centerview Partners	Creditors	First Interim	11/14/2019	4725	\$1,119,526.46	
		Second Interim	11/14/2019	4750	\$1,059,531.95	
		Third Interim	3/13/2020	6279	\$1,006,997.45	
		Fourth Interim	7/15/2020	8412	\$1,250,000.00	\$4,436,055.86
Coblentz Patch Duff	Debtors	First Interim	11/14/2019	4754	\$1,043,409.64	
		Second Interim	3/16/2020	6306	\$759,988.35	
		Supplemental Monthly (D	3/6/2020	6169	\$42,855.48	
		Thirteenth Monthly	3/31/2020	6555	\$171,633.90	
		Fourteenth Monthly	4/30/2020	7015	\$213,720.88	
		Fifteenth Monthly	6/1/2020	7689	\$219,535.95	
		Sixteenth Monthly	6/30/2020	8214	\$162,351.94	
		Seventeenth Monthly	7/30/2020	8573	\$201,013.65	
		Eighteenth Monthly	7/30/2020	8578	\$16,054.30	\$2,830,564.09

EXHIBIT E
Fees Expenses Requested

Retained Professional	Retained By	Fee Request	Date	Doc#	Amount Requested	
Cravath, Swaine, & L	Debtors	First Interim	8/23/2019	3683	\$31,365,160.82	
		Second Interim	11/18/2019	4804	\$39,754,134.21	
		Third Interim	3/16/2020	6334	\$54,635,354.86	
		Fourth Interim	7/15/2020	8419	\$19,918,876.62	\$145,673,526.51
Deloitte & Touche L	Debtors	First Interim	1/17/2020	5402	\$2,206,393.09	
		Second Interim	2/11/2020	5729	\$4,187,122.57	
		Third Interim	6/19/2020	8036	\$2,630,691.41	
		Ninth Monthly	5/4/2020	7061	\$1,227,276.50	
		Tenth Monthly	6/1/2020	7684	\$1,138,238.50	
		Eleventh Monthly	6/11/2020	7893	\$132,808.00	
		Twelfth Monthly	6/19/2020	8031	\$457,725.00	
		Thirteenth Monthly	6/30/2020	8216	\$334,152.00	
		Fourteenth Monthly	8/13/2020	8769	\$552,004.00	\$12,866,411.07
Development Specia	Tort Claimants	First Interim	11/14/2019	4731	\$1,123,906.89	
		Second Interim	3/13/2020	6296	\$806,384.83	\$1,930,291.72
Dundon Advisers	Tort Claimants	First & Final Interim	11/14/2019	4727	\$127,733.44	\$127,733.44
FTI Consulting	Creditors	First Interim	7/22/2019	3137	\$5,837,129.38	
		Second Interim	11/14/2019	4734	\$6,041,223.54	
		Third Interim	3/13/2020	6280	\$3,949,497.29	
		Fourth Interim	7/15/2020	8414	\$2,445,031.69	
		Seventeenth Monthly	7/27/2020	8542	\$279,786.00	\$18,552,667.90
Groom Law Group	Debtors	First Interim	3/13/2020	6283	\$847,717.86	
		Fifth Monthly	5/1/2020	7047	\$132,471.90	
		Sixth Monthly	6/24/2020	8089	\$104,944.40	
		Seventh Monthly	7/24/2020	8518	\$225,009.20	\$1,310,143.36
Hunton Andrews Ku	Debtors	First Monthly	4/3/2020	6621	\$558,210.42	
		Second Monthly	5/5/2020	7071	\$560,181.27	
		Third Monthly	6/2/2020	7722	\$1,105,679.57	
		Fourth Monthly	7/8/2020	8303	\$1,136,711.15	
		Fifth Monthly	8/7/2020	8712	\$1,466,280.18	\$4,827,062.59
Jenner & Block	Debtors	First Interim	8/8/2019	3465	\$3,506,413.06	
		Second Interim	11/14/2019	4749	\$3,015,960.36	
		Third Interim	3/16/2020	6333	\$1,914,238.53	
		Fifth Monthly	5/8/2020	7131	\$995,502.63	
		Sixth Monthly	5/14/2020	7206	\$481,150.90	
		Seventh Monthly	6/25/2020	8124	\$479,476.00	
		Eighth Monthly	7/15/2020	8408	\$632,165.90	\$11,024,907.38
Keller & Benvenutti	Debtors	First Interim	7/19/2019	3099	\$1,149,251.79	
		Second Interim	11/14/2019	4714	\$753,685.22	
		Third Interim	3/13/2020	6275	\$754,311.92	
		Thirteenth Monthly	4/23/2020	6902	\$189,070.81	
		Fourteenth Monthly	5/28/2020	7625	\$203,913.10	
		Fifteenth Monthly	6/22/2020	8061	\$140,635.46	
		Sixteenth Monthly	7/8/2020	8338	\$197,390.51	

EXHIBIT E
Fees Expenses Requested

Retained Professional	Retained By	Fee Request	Date	Doc#	Amount Requested	
		Seventeenth Monthly	8/21/2020	8829	\$249,009.00	\$3,637,267.81
KPMG	Debtors	First Interim	7/15/2019	2992	\$4,005,803.67	
		Second Interim	2/4/2020	5618	\$4,634,234.45	
		Third Interim	7/9/2020	8341	\$5,397,653.30	
		Twelfth Monthly	7/28/2020	8551	\$1,388,185.89	
		Thirteenth Monthly	8/11/2020	8738	\$902,125.35	
		Fourteenth Monthly	8/20/2020	8823	\$1,036,248.29	
		Fifteenth Monthly	8/25/2020	8849	\$1,024,375.76	\$18,388,626.71
Latham & Watkins LLP Debtors		First Interim	6/8/2020	7837	\$1,607,878.16	
		Second Monthly	6/30/2020	8226	\$1,733,340.61	\$3,341,218.77
Lazard Freres & Co.	Debtors	First Interim	9/30/2019	4034	\$1,134,599.53	
		Third Monthly	10/11/2019	4192	\$486,460.68	
		Fourth Monthly	11/21/2019	4834	\$412,808.64	
		Fifth Monthly	11/26/2019	4871	\$338,012.35	
		Sixth Monthly	1/22/2020	5448	\$338,498.27	
		Seventh Monthly	1/30/2020	5560	\$399,007.83	
		Eighth Monthly	2/6/2020	5677	\$504,314.20	
		Ninth Monthly	3/23/2020	6422	\$317,859.47	
		Tenth Monthly	4/28/2020	6961	\$327,492.51	
		Eleventh Monthly	5/20/2020	7434	\$332,007.09	
		Twelfth Monthly	6/3/2020	7750	\$314,098.16	
		Thirteenth Monthly	6/15/2020	7954	\$300,000.00	
		Fourteenth Monthly	7/7/2020	8293	\$300,000.00	
		Fifteenth Monthly	4/4/2020	8691	\$388,114.28	\$5,893,273.01
Lincoln Partners Ad Tort Claimants		First Interim	11/8/2019	4633	\$3,088,362.68	
		Second Interim	11/14/2019	4724	\$4,966,257.49	
		Third Interim	3/16/2020	6313	\$4,728,323.48	
		Fourth Interim	7/15/2020	8402	\$8,807,873.96	
		Sixteenth Monthly	8/10/2020	8727	\$1,622,047.65	
		Final Fee Application	8/26/2020	8867	\$23,212,865.26	\$23,212,865.26
MacConaghy & Barnard	Tort Claimants	First Monthly	7/1/2020	8231	\$91,992.00	\$91,992.00
Milbank		First Interim	7/19/2019	3107	\$7,510,081.28	
		Second Interim	11/14/2019	4723	\$15,975,574.86	
		Third Interim	3/13/2020	6278	\$7,435,052.08	
		Fourth Interim	7/15/2020	8411	\$5,089,347.60	
		Seventeenth Monthly	8/14/2020	8773	\$955,970.79	\$36,966,026.61
Morrison & Foerster	Debtors	First Monthly (Consolidated)	9/24/2019	3991	\$1,359,762.67	
		Second Monthly	11/7/2019	4598	\$148,127.40	
		Supplemental	1/15/2020	5382	\$73,262.05	
		Third Monthly	2/4/2020	5605	\$201,520.29	
		Fourth Monthly	2/12/2020	5757	\$332,996.02	
		Fifth Monthly	2/14/2020	5779	\$641,794.21	
		Sixth Monthly	3/24/2020	6456	\$223,049.34	
		Seventh Monthly	4/17/2020	6792	\$202,847.30	
		Eighth Monthly	4/28/2020	6972	\$62,940.04	

EXHIBIT E
Fees Expenses Requested

Retained Professional	Retained By	Fee Request	Date	Doc#	Amount Requested	
		Ninth Monthly	5/14/2020	7202	\$137,409.59	
		Tenth Monthly	5/21/2020	7457	\$80,635.83	
		Second Supplemental	6/8/2020	7828	\$145,802.80	
		Eleventh Monthly	6/16/2020	7979	\$11,094.61	\$3,621,242.15
Munger Tolles & Ols Debtors		First Interim	7/15/2019	2996	\$6,852,723.30	
		Second Interim	11/15/2019	4758	\$9,367,739.63	
		Third Interim	3/16/2020	6327	\$15,337,050.48	
		Fourth Interim	7/15/2020	8406	\$10,816,014.83	
		Fourteenth Monthly	44068	8852	\$1,662,304.40	\$44,035,832.64
Pricewaterhouse Co Debtors		First Monthly	7/1/2019	2802	\$3,664,190.63	
		Second Monthly	7/1/2019	2803	\$3,815,952.84	
		Third Monthly	7/1/2019	2805	\$1,346,214.52	
		Fourth Monthly	10/4/2019	4111	\$769,093.39	
		Fifth Monthly	10/24/2019	4459	\$929,261.28	
		Sixth Monthly	12/31/2019	5228	\$4,899,393.71	
		Seventh Monthly	12/31/2019	5229	\$143,538.50	
		Eighth Monthly	12/31/2019	5230	\$2,701,809.74	
		Ninth Monthly	12/31/2019	5231	\$1,216,959.00	
		Tenth Monthly	6/19/2020	8032	\$7,003,508.79	
		Eleventh Monthly	6/20/2020	8033	\$2,032,065.13	
		Twelfth Monthly	6/21/2020	8035	\$2,124,708.20	
		Thirteenth Monthly	6/22/2020	8038	\$2,466,170.59	
		Fourteenth Monthly	6/23/2020	8039	\$1,168,957.07	
		Fifteenth Monthly	6/24/2020	8041	\$1,909,821.80	\$36,191,645.19
Prime Clerk Debtors		First Monthly (Combined	1/31/2020	5575	\$5,678.40	
		Second Monthly	3/2/2020	5993	\$20,634.00	
		Third Monthly	4/1/2020	6584	\$26,286.31	
		Fourth Monthly	5/1/2020	7042	\$86,806.58	
		Fifth Monthly	6/1/2020	7688	\$272,687.80	
		Sixth Monthly	6/30/2020	8215	\$592,340.02	
		Seventh Monthly	7/30/2020	8576	\$78,715.12	\$1,083,148.23
Simpson Thacher & Debtors		First Interim	7/23/2019	3157	\$948,211.35	
		Second Interim	11/15/2019	4767	\$2,889,854.10	
		Third Interim	3/16/2020	6331	\$2,778,931.73	
		Tenth Monthly	3/30/2020	6533	\$647,606.71	
		Eleventh Monthly	4/30/2020	7012	\$918,195.27	
		Twelfth Monthly	5/29/2020	7655	\$762,731.90	
		Thirteenth Monthly	6/30/2020	8217	\$600,142.82	
		Fourteenth Monthly	7/23/2020	8504	\$705,340.49	
		Fifteenth Monthly	7/28/2020	8553	\$1,254,101.14	
		Sixteenth Monthly	7/28/2020	8554	\$10,966.44	\$11,516,081.95
Stephoe & Johnson L Debtors		First Monthly	5/12/2020	7160	\$340,282.53	
		Second Monthly	6/10/2020	7874	\$383,479.82	
		Third Monthly	7/1/2020	8230	\$330,007.22	
		Fourth Monthly	7/15/2020	8401	\$447,718.02	
		Fifth Monthly	8/5/2020	8672	\$250,516.90	\$1,752,004.49

EXHIBIT E
Fees Expenses Requested

Retained Professional	Retained By	Fee Request	Date	Doc#	Amount Requested	
Trident DMG	Creditors	First Interim	11/14/2019	4721	\$128,194.35	
		Second Interim	3/13/2020	6297	\$155,564.30	
		Third Interim	7/14/2020	8395	\$140,000.00	
		Final Fee Application	8/26/2020	8866	\$444,493.05	\$444,493.05
Weil Gotshal	Debtors	First Interim	7/15/2019	2988	\$3,793,947.59	
		Second Interim	11/14/2019	4739	\$13,941,396.47	
		Third Interim	4/6/2020	6643	\$10,641,695.61	
		Thirteenth Monthly	5/3/2020	7180	\$3,660,980.85	
		Fourteenth Monthly	6/29/2020	8187	\$3,987,116.35	
		Fifteenth Monthly	7/13/2020	8371	\$4,340,806.65	
		Sixteenth Monthly	7/28/2020	8550	\$5,762,299.49	
		Seventeenth Monthly	8/19/2020	8818	\$3,374,840.37	\$49,503,083.38
Willis Towers Wats	Debtors	First Monthly (Consolidated)	11/5/2019	4584	\$358,428.23	
		Second Monthly (Consolidated)	3/4/2020	6055	\$97,989.27	
		Third Monthly (Consolidated)	8/5/2020	8671	\$17,160.13	\$473,577.63
		Total Amounts Requested:				\$597,480,984.91

EXHIBIT F

EXHIBIT F
Compromises

Retained Professional	Fee Request	Date	Doc#	Amount Requested	Reduction Agreed
Axiom Advisors	First Interim	3/13/2020	6281	\$275,387.91	\$145.91
Baker, Lynn	First Interim	3/16/2020	6325	\$720.00	-
	Second Interim	7/14/2020	8396	\$69,120.00	\$2,500.00
Baker & Hostetler	First Interim	7/15/2019	2995	\$7,424,281.74	\$370,716.33
Berman and Todder	First Interim	10/22/2019	4383	\$396,292.40	\$10,000.00
	Second Interim	11/13/2019	4705	\$375,994.00	
	Third Interim	3/11/2020	6252	\$376,556.82	-
	Fourth Interim	7/8/2020	8298	\$333,492.00	-
	Thirteenth Monthly	7/31/2020	8592	\$45,719.20	\$39,000.00
Centerview Partners	First Interim	11/14/2019	4725	\$1,119,526.46	-
	Second Interim	11/14/2019	4750	\$1,059,531.95	-
	Third Interim	3/13/2020	6279	\$1,006,997.45	\$65,000.00
Coblentz Patch Duff	First Interim	11/14/2019	4754	\$1,043,409.64	\$30,000.00
	Second Interim	3/16/2020	6306	\$759,988.35	\$22,500.00
Cravath, Swaine, & M	First Interim	8/23/2019	3683	\$31,365,160.82	\$1,300,000.00
Development Special	First Interim	11/14/2019	4731	\$1,123,906.89	\$55,000.00
	Second Interim	3/13/2020	6296	\$806,384.83	\$45,000.00
Dundon Advisers	First (Final) Interim	11/14/2019	4727	\$127,733.44	\$3,000.00
FTI Consulting	First Interim	7/22/2019	3137	\$5,837,129.38	\$50,000.00
	Second Interim	11/14/2019	4734	\$6,041,223.54	-
	Third Interim	3/13/2020	6280	\$3,949,497.29	\$170,000.00
Groom Law Group	First Interim	3/13/2020	6283	\$847,717.86	\$42,000.00
Jenner & Block	First Interim	8/8/2019	3465	\$3,506,413.06	\$75,000.00
	Second Interim	11/14/2019	4749	\$3,015,960.36	-
	Third Interim	3/16/2020	6333	\$1,509,176.00	\$100,000.00
Keller & Benvenutti	First Interim	7/19/2019	3099	\$1,149,251.79	-
	Second Interim	11/14/2019	4714	\$753,685.22	-
	Third Interim	3/13/2020	6275	\$754,311.92	\$82,500.00
KPMG	First Interim	7/15/2019	2992	\$4,005,803.67	\$50,000.00
	Second Interim	2/4/2020	5618	\$4,634,234.45	\$85,000.00
	Third Interim	7/9/2020	8341	\$5,397,653.30	\$75,000.00
Latham & Watkins L	First Interim	6/8/2020	7837	\$1,607,878.16	\$37,500.00
Lincoln Partners Adv	First Interim	11/8/2019	4633	\$3,088,362.68	\$125,000.00
	Second Interim	11/14/2019	4724	\$4,966,257.49	-
	Third Interim	3/16/2020	6313	\$4,728,323.48	\$325,000.00
	Fourth Interim	7/15/2020	8402	\$8,807,873.96	\$225,000.00
Munger Tolles & Ols	First Interim	7/15/2019	2996	\$6,852,723.30	\$210,000.00
	Second Interim	11/15/2019	4758	\$15,337,050.48	-
	Third Interim	3/16/2020	6327	\$24,704,790.11	\$850,000.00
Simpson Thacher &	First Interim	7/23/2019	3157	\$948,211.35	\$82,000.00
	Second Interim	11/15/2019	4767	\$2,889,854.10	-

EXHIBIT F
Compromises

	Third Interim	3/16/2020	6331	\$2,778,931.73	\$200,000.00
Trident DMG	First Interim	11/14/2019	4721	\$128,194.35	\$500.00
	Second Interim	3/13/2020	6297	\$153,574.74	\$0.00
	Third Interim	7/14/2020	8395	\$140,000.00	\$0.00
Weil Gotshal	First Interim	7/15/2019	2988	\$3,793,947.59	\$420,000.00
	Total Reductions			\$169,693,007.35	\$5,144,716.33

EXHIBIT G

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
AP Services	First Monthly	5/29/2019	2273	\$4,318,059.03	
	Second Monthly	6/18/2019	2587	\$4,476,641.29	
	Third Monthly	7/5/2019	2873	\$4,968,181.84	
	Fourth Monthly	8/1/2019	3357	\$4,203,384.37	
	Fifth Monthly	8/30/2019	3760	\$4,578,985.71	
	Sixth Monthly	10/1/2019	4043	\$4,435,728.47	
	Seventh Monthly	10/31/2019	4537	\$4,550,197.61	
	Eight Monthly (Amended)	12/6/2019	5010	\$6,067,646.19	
	Ninth Monthly	1/10/2020	5335	\$5,402,924.85	
	Tenth Monthly	1/30/2020	5559	\$5,450,105.72	
	Eleventh Monthly	3/9/2020	6197	\$6,851,288.87	
	Twelfth Monthly	4/7/2020	6668	\$6,839,696.86	
	Thirteenth Monthly	5/4/2020	7064	\$7,610,068.80	
	Fourteenth Monthly	6/3/2020	7751	\$7,161,768.73	
	Fifteenth Monthly	7/14/2020	8373	\$6,576,649.21	
	Sixteenth Monthly	7/30/2020	8574	\$7,328,958.80	
	Seventeenth Monthly	8/19/2020	8819	\$295,458.51	\$91,115,744.86
Axiom Advisors	Second Interim	7/7/2020	8291	\$125,300.00	\$125,300.00
Baker, Lynn	Fifth Monthly	8/4/2020	8644	\$3,240.00	
	Final Fee Application	8/26/2020	8396	\$55,870.00	\$3,240.00
Baker & Hostetler	Fourth Interim	7/15/2020	8403	\$16,411,578.50	
	Seventeenth Monthly	7/30/2020	8570	\$4,353,178.05	\$20,764,756.55

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
Coblentz Patch Duff	Supplemental Monthly (C	3/6/2020	6169	\$42,855.48	
	Thirteenth Monthly	3/31/2020	6555	\$171,633.90	
	Fourteenth Monthly	4/30/2020	7015	\$213,720.88	
	Fifteenth Monthly	6/1/2020	7689	\$219,535.95	
	Sixteenth Monthly	6/30/2020	8214	\$162,351.94	
	Seventeenth Monthly	7/30/2020	8573	\$201,013.65	
	Eighteenth Monthly	7/30/2020	8578	\$16,054.30	\$1,027,166.10
Cravath, Swaine, & I	Second Interim	4/3/2020	4804	\$39,754,134.21	
	Third Interim	3/16/2020	6334	\$54,635,354.86	
	Fourth Interim	7/15/2020	8419	\$19,918,876.62	\$114,308,365.69
Deloitte & Touche L	First Interim	1/17/2020	5402	\$2,206,393.09	
	Second Interim	2/11/2020	5729	\$4,187,122.57	
	Third Interim	6/19/2020	8036	\$2,630,691.41	
	Ninth Monthly	5/4/2020	7061	\$1,227,276.50	
	Tenth Monthly	6/1/2020	7684	\$1,138,238.50	
	Eleventh Monthly	6/11/2020	7893	\$132,808.00	
	Twelfth Monthly	6/19/2020	8031	\$457,725.00	
	Thirteenth Monthly	6/30/2020	8216	\$334,152.00	
	Fourteenth Monthly	8/13/2020	8769	\$552,004.00	\$12,866,411.07
FTI Consulting	Seventeenth Monthly	7/27/2020	8542	\$279,786.00	\$279,786.00

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
Groom Law Group	Fifth Monthly	5/1/2020	7047	\$132,471.90	
	Sixth Monthly	6/24/2020	8089	\$104,944.40	
	Seventh Monthly	7/24/2020	8518	\$225,009.20	\$462,425.50
Hunton Andrews Kurie	First Monthly	4/3/2020	6621	\$558,210.42	
	Second Monthly	5/5/2020	7071	\$560,181.27	
	Third Monthly	6/2/2020	7722	\$1,105,679.57	
	Fourth Monthly	7/8/2020	8303	\$1,136,711.15	
	Fifth Monthly	8/7/2020	8712	\$1,466,280.18	\$4,827,062.59
Jenner & Block	Fifth Monthly	5/8/2020	7131	\$995,502.63	
	Sixth Monthly	5/14/2020	7206	\$481,150.90	
	Seventh Monthly	6/25/2020	8124	\$479,476.00	
	Eighth Monthly	7/15/2020	8408	\$632,165.90	\$2,588,295.43
Keller & Benvenuti	Thirteenth Monthly	4/23/2020	6902	\$189,070.81	
	Fourteenth Monthly	5/28/2020	7625	\$203,913.10	
	Fifteenth Monthly	6/22/2020	8061	\$140,635.46	
	Sixteenth Monthly	7/8/2020	8338	\$197,390.51	
	Seventeenth Monthly	8/21/2020	8829	\$249,009.00	\$980,018.88
KPMG	Twelfth Monthly	7/28/2020	8551	\$1,388,185.89	
	Thirteenth Monthly	8/11/2020	8738	\$902,125.35	
	Fourteenth Monthly	44063	8823	\$1,036,248.29	
	Fifteenth Monthly	44068	8849	\$1,024,375.76	\$4,350,935.29

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
Latham & Watkins LLP	Second Monthly	6/30/2020	8226	\$1,733,340.61	\$1,733,340.61
Lazard Freres & Co.	First Interim	43738	4034	\$1,134,599.53	
	Third Monthly	10/11/2019	4192	\$486,460.68	
	Fourth Monthly	11/21/2019	4834	\$412,808.64	
	Fifth Monthly	11/26/2019	4871	\$338,012.35	
	Sixth Monthly	1/22/2020	5448	\$338,498.27	
	Seventh Monthly	1/30/2020	5560	\$399,007.83	
	Eighth Monthly	2/6/2020	5677	\$504,314.20	
	Ninth Monthly	3/23/2020	6422	\$317,859.47	
	Tenth Monthly	4/28/2020	6961	\$327,492.51	
	Eleventh Monthly	5/20/2020	7434	\$332,007.09	
	Twelfth Monthly	6/3/2020	7750	\$314,098.16	
	Thirteenth Monthly	6/15/2020	7954	\$300,000.00	
	Fourteenth Monthly	7/7/2020	8293	\$300,000.00	
	Fifteenth Monthly	8/6/2020	8691	\$388,114.28	\$5,893,273.01
Lincoln Partners Advisors	Sixteenth Monthly	8/10/2020	8727	\$1,622,047.65	
	Final Fee Application	8/26/2020	8867	\$23,212,865.26	\$1,622,047.65
MacConaghy & Barnard	First Monthly	7/1/2020	8231	\$91,992.00	\$91,992.00
Milbank	First Interim	43665	3107	\$7,510,081.28	
	Second Interim	43783	4723	\$15,975,574.86	

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
	Third Interim	3/13/2020	6278	\$7,435,052.08	
	Fourth Interim	7/15/2020	8411	\$5,089,347.60	
	Seventeenth Monthly	44057	8773	\$955,970.79	\$36,966,026.61
Morrison & Foerster	First Monthly (Consolidated)	9/24/2019	3991	\$1,359,762.67	
	Second Monthly	11/7/2019	4598	\$148,127.40	
	Supplemental	1/15/2020	5382	\$73,262.05	
	Third Monthly	2/4/2020	5605	\$201,520.29	
	Fourth Monthly	2/12/2020	5757	\$332,996.02	
	Fifth Monthly	2/14/2020	5779	\$641,794.21	
	Sixth Monthly	3/24/2020	6456	\$223,049.34	
	Seventh Monthly	4/17/2020	6792	\$202,847.30	
	Eighth Monthly	4/28/2020	6972	\$62,940.04	
	Ninth Monthly	5/14/2020	7202	\$137,409.59	
	Tenth Monthly	5/21/2020	7457	\$80,635.83	
	Second Supplemental	6/8/2020	7828	\$145,802.80	
	Eleventh Monthly	6/16/2020	7979	\$11,094.61	\$3,621,242.15
Munger Tolles & Olson	Fourth Interim	7/15/2020	8406	\$10,816,014.83	
	Fourteenth Monthly	8/25/2020	8852	\$1,662,304.40	\$12,478,319.23
Pricewaterhouse Coopers	First Monthly	7/1/2019	2802	\$3,664,190.63	
	Second Monthly	7/1/2019	2803	\$3,815,952.84	
	Third Monthly	7/1/2019	2805	\$1,346,214.52	
	Fourth Monthly	10/4/2019	4111	\$769,093.39	

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
	Fifth Monthly	10/24/2019	4459	\$929,261.28	
	Sixth Monthly	12/31/2019	5228	\$4,899,393.71	
	Seventh Monthly	12/31/2019	5229	\$143,538.50	
	Eighth Monthly	12/31/2019	5230	\$2,701,809.74	
	Ninth Monthly	12/31/2019	5231	\$1,216,959.00	
	Tenth Monthly	6/19/2020	8032	\$7,003,508.79	
	Eleventh Monthly	6/19/2020	8033	\$2,032,065.13	
	Twelfth Monthly	6/19/2020	8035	\$2,124,708.20	
	Thirteenth Monthly	6/19/2020	8038	\$2,466,170.59	
	Fourteenth Monthly	6/19/2020	8039	\$1,168,957.07	
	Fifteenth Monthly	6/20/2020	8041	\$1,909,821.80	\$36,191,645.19
Prime Clerk	First Monthly (Combined	1/31/2020	5575	\$5,678.40	
	Second Monthly	3/2/2020	5993	\$20,634.00	
	Third Monthly	4/1/2020	6584	\$26,286.31	
	Fourth Monthly	5/1/2020	7042	\$86,806.58	
	Fifth Monthly	6/1/2020	7688	\$272,687.80	
	Sixth Monthly	6/30/2020	8215	\$592,340.02	
	Seventh Monthly	7/30/2020	8576	\$78,715.12	\$1,083,148.23
Simpson Thacher &	Tenth Monthly	3/30/2020	6533	\$647,606.71	
	Eleventh Monthly	4/30/2020	7012	\$918,195.27	
	Twelfth Monthly	5/29/2020	7655	\$762,731.90	
	Thirteenth Monthly	6/30/2020	8217	\$600,142.82	
	Fourteenth Monthly	7/23/2020	8504	\$705,340.49	

EXHIBIT G

Unreviewed Fees and Expenses

Retained Professional	Fee Request	Date	Doc#	Amount Requested	
	Fifteenth Monthly	7/28/2020	8553	\$1,254,101.14	
	Sixteenth Monthly	7/28/2020	8554	\$10,966.44	\$4,899,084.77
Steptoe & Johnson LLP	First Monthly	5/12/2020	7160	\$340,282.53	
	Second Monthly	6/10/2020	7874	\$383,479.82	
	Third Monthly	7/1/2020	8230	\$330,007.22	
	Fourth Monthly	7/15/2020	8401	\$447,718.02	
	Fifth Monthly	8/5/2020	8672	\$250,516.90	\$1,752,004.49
Trident DMG	Twelfth Monthly	8/3/2020	8621	\$17,500.00	
	Final Fee Application	8/26/2020	8866	\$444,493.05	\$17,500.00
Weil Gotshal	Second Interim	4/3/2020	4739	\$13,941,396.47	
	Third Interim	4/6/2020	6643	\$10,641,695.61	
	Thirteenth Monthly	5/3/2020	7180	\$3,660,980.85	
	Fourteenth Monthly	6/29/2020	8187	\$3,987,116.35	
	Fifteenth Monthly	7/13/2020	8371	\$4,340,806.65	
	Sixteenth Monthly	7/28/2020	8550	\$5,762,299.49	
	Seventeenth Monthly	8/19/2020	8818	\$3,374,840.37	\$45,709,135.79
Willis Towers Wats	First Monthly (Consolidated)	11/5/2019	4584	\$358,428.23	
	Second Monthly (Consolidated)	3/4/2020	6055	\$97,989.27	
	Third Monthly (Consolidated)	4/4/2020	8671	\$17,160.13	\$473,577.63
	Total Amounts Requested:				\$406,231,845.32